

*Lloyd Constantine
10 West 66th Street
New York, New York 10023*

December 15, 2008

Richard Aborn, Esq.
Constantine Cannon LLP
450 Lexington Avenue
New York, NY 10017

Cyrus Vance, Esq.
Morvillo, Abramowitz, Grand, Iason,
Anello & Bohrer, P.C.
656 Fifth Avenue
New York, NY 10017

Dear Friends:

As your candidacies for Manhattan District Attorney progress, I increasingly find myself in an uncomfortable position which I will attempt to resolve by the actions I will forthwith take and here attempt to explain:

First, you are both wonderful friends and each would make a great DA.

I not only agreed but enthusiastically volunteered to financially and otherwise support Cy's candidacy at a time when I had no idea that Richard was going to run. I had no idea because Richard didn't tell me and hadn't announced. Had I known that Richard was running at the very same instant that I learned that Cy was running (an unlikely occurrence) I would have just stayed neutral). Had I known that Richard was running prior to learning that Cy was, I would have supported Richard, in a manner similar to my support of Cy.

Now none of this is very important to anybody or to the viability of either of your splendid candidacies, except as follows:

My visible support of Cy has raised in some minds the question of why I am not supporting (or worse opposing) the candidacy of my former law partner, my current colleague in Constantine Cannon and my compatriot in our thriving consulting business Constantine Aborn Advisory Services. This does create a problem for Richard, for these businesses and to some extent for me as well.

This is how I will address it. I am writing a check to Richard's campaign. I will not, going forward, serve on any of your committees. I will probably keep my mouth closed about this particular campaign and your two candidacies. But you both know that for some reason my support or lack thereof in other races has been the subject of prominent news articles, e.g.,

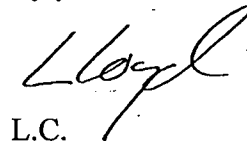
several articles about my support/opposition in the 2006 A.G. race and the N.Y. Times piece on Eliot and I parting ways in the recent Democratic presidential primary.

So , if I know that an article is about to run making something of the fact that I have supported Cy first and/or have contributed to both campaigns, and I am asked to comment (which I doubt since I am not currently an important person) I will simply say you both are close friends and each would make a wonderful DA.

I regret that any of this is necessary including the unnecessary expense to myself. I have never contributed simultaneously to two candidates in a single race before. It strikes me as having all of the downsides of polygamy without any of the obvious upsides. But in the scheme of this wonderful year of 2008, a lot worse has happened to me and others.

You both have my thoughts, wishes, prayers and continuing friendship and money. You also both share another bright prospect, *i.e.*, never ever winning a tennis match against me.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Lloyd' or 'L.C.', written in dark ink.

L.C.